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FEB 16 1995 10:11 AM

February 16, 1995

Recordation No 19225-C

Fee for 21.00

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission original counterparts of the document described below.

This document is an Amendment Memorandum of Lease Assignment, a "secondary document", dated as of February 13, 1995. The document to which this is connected is the Memorandum of Lease Assignment dated as of February 2, 1995, which was filed with the Commission on February 6, 1995, and assigned recordation number 19225-A.

The names and addresses of the parties to the document are as follows:

ASSIGNORS: CL Jaguar Limited  
CL Cougar Limited  
c/o Central Leasing Company Limited  
1-1, Toranomon 2-chome  
Minato-ku, Tokyo, Japan

ASSIGNEE: The Tokai Bank, Limited  
New York Branch  
55 East 52nd Street  
New York, New York 10055

The equipment covered by the document is as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (inclusive)</u>
20	6-axle Diesel-Electric Locomotives	C-C	8809-8827, 8829

The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

A short summary of the document for use in the index follows:

Amendment Memorandum of Lease Assignment dated as of February 13, 1995, between CL Jaguar Limited and CL Cougar Limited, as assignors, and The Tokai Bank, Limited, New York Branch, as assignee, and covering 20 diesel-electric locomotives (numbered NS 8809-8827 and 8829).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423

Encl.

120A

19225-C

RECORDATION NO. 19225-C  
FILED 1925  
FEB 1 1995 7:55 AM  
INTERSTATE COMMERCE COMMISSION

AMENDMENT MEMORANDUM OF LEASE ASSIGNMENT  
dated as of February 13, 1995, among CL  
JAGUAR LIMITED and CL COUGAR LIMITED,  
corporations organized under the laws of  
Japan, and THE TOKAI BANK, LIMITED, NEW YORK  
BRANCH.

WHEREAS the parties hereto have entered into a  
Memorandum of Lease Assignment dated as of February 2, 1995,  
in respect of the assignment of a certain Lease Agreement  
dated as of February 2, 1995, and supplements thereto,  
covering twenty General Electric model Dash 9-40C diesel-  
electric locomotives bearing the road numbers of Norfolk  
Southern Railway Company 8809 through 8828; and

WHEREAS the said Memorandum of Lease Assignment  
has been filed and recorded with the Interstate Commerce  
Commission pursuant to section 11303 of Title 49 of the  
United States Code on February 6, 1995, and assigned  
recordation number 19225-A;

WHEREAS the twenty locomotives actually delivered  
and accepted under the said Lease Agreement and supplements  
thereto and are covered by said assignment are identified by  
the road numbers of Norfolk Southern Railway Company 8809  
through 8827 and 8829.

IN WITNESS WHEREOF, the parties hereto wish to  
show for the public record the inclusion in the said  
assignment of the said Lease Agreement and supplements  
thereto of the locomotive identified by the road number of  
Norfolk Southern Railway Company 8829, and the release and  
termination of the assignment of the said Lease Agreement  
and supplements thereto with respect to the locomotive  
identified by the road number of Norfolk Southern Railway  
Company 8828, and accordingly have caused this memorandum to  
be executed by their officers thereunto duly authorized, as  
of the date first above written.

CL JAGUAR LIMITED

by *McAuliffe*  
Title: Attorney-in-fact

CL COUGAR LIMITED

by *McAuliffe*  
Title: Attorney-in-fact

THE TOKAI BANK, LIMITED,  
NEW YORK BRANCH

by *Chit Osawa*  
Title: Vice President

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this 15<sup>th</sup> day of February, 1995, before me personally appeared Nobuyoshi Kusaki, to me personally known, who, by me being duly sworn, says that he is an attorney-in-fact of CL JAGUAR LIMITED, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Louise Mella*  
Notary Public

LOUISE MELLA  
Notary Public, State of New York  
No. 43-47293  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires December 31, 1995

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this 15<sup>th</sup> day of February, 1995, before me personally appeared Nobuyoshi Kusaki, to me personally known, who, by me being duly sworn, says that he is an Attorney-in-fact of CL COUGAR LIMITED, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Louise Mella*  
Notary Public

LOUISE MELLA  
Notary Public, State of New York  
No. 43-47293  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires December 31, 1995

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this 15<sup>th</sup> day of February, 1995, before me personally appeared Chikara Oshima, to me personally known, who, by me being duly sworn, says that he is a Vice President of THE TOKAI BANK, LIMITED, NEW YORK BRANCH, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Louise Mella*  
Notary Public

LOUISE MELLA  
Notary Public, State of New York  
No. 43-47293  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires December 31, 1995